

management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 433 Park Point Drive, Suite 200, Golden, Colorado 80401, and the name of the initial registered agent at such address is Clifton H. Gardiner. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE XI

INITIAL BOARD OF DIRECTORS

The number of directors of the Corporation shall be fixed by the Bylaws of the Corporation, with the provision that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three shareholders. The initial board of directors of the Corporation shall consist of one (1) director. The name and address of the person who shall serve as a director until the first annual meeting of shareholders or until his successor is elected and shall qualify is as follows:

<u>Name</u>	<u>Address</u>
Clifton H. Gardiner	433 Park Point Drive, Suite 200 Golden, Colorado 80401

NAL 910-1911
RECEIVED

MAY 29 1991

COLE, RAYWID & BRAVERMAN

JOHN P. COLE, JR.
ALAN RAYWID
BURT A. BRAVERMAN
ROBERT L. JAMES
JOSEPH R. REIFE
FRANCES J. CHETWYND
MARGARET E. HAERING
JOHN D. SEIVER
WESLEY R. HEPPLER
PAUL GLIST
DAVID M. SILVERMAN
JAMES F. IRELAND III
MAURITA K. COLEY
SUSAN PARADISE BAXTER
ROBERT G. SCOTT, JR.
SUSAN WHELAN WESTFALL
JULIE A. MARK
YVONNE R. BENNETT
LYNN S. FRIEDMAN*
JOHN DAVIDSON THOMAS
TIMOTHY R. FURR

MAY 30 2 51 PM '91

AUDIO SERVICES
DIVISION

ATTORNEYS AT LAW
SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N. W.
WASHINGTON, D. C. 20006-3458
(202) 659-9750

May 29, 1991

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

CRAIG S. MCCOY
(1943-1979)

CABLE ADDRESS
"CRAB"

TELECOPIER
(202) 452-0067

* ADMITTED IN PENNSYLVANIA ONLY

VIA HAND DELIVERY

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

ATTN: Audio Services Division
Mass Media Bureau

Re: KSNO(AM), Aspen, Colorado
KSNO-FM, Snowmass Village, Colorado
FCC File Nos. BAL-910220EC and BALH-910220ED

Dear Ms. Searcy:

On behalf of Gardiner Broadcast Partners, Ltd., we hereby request a 60 day extension of time in which to consummate the referenced assignment of licenses, for which consent was granted by the Commission on April 1, 1991. This transaction is part of a series of transactions in which the assignee is purchasing several radio stations throughout Colorado, which transactions the purchaser intends to consummate at about the same time for business purposes. Unfortunately, the assignment application for two of these stations -- KKMx(AM)(BAL-910115EM) and KKMx-FM(BALH-910115EN), both in Hayden, Colorado -- is still pending before the Commission.

Should there be any questions concerning this matter, please communicate with the undersigned counsel for Gardiner Broadcast Partners, Ltd.

Very truly yours,



David M. Silverman

cc: Nell Surber, Esquire

Handwritten note: 10/10/91 must call her today

MAY 30 1991
AM BRANCH

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
William L. Weaver	433 Park Point Drive, Suite 200 Golden, Colorado 80401

IN WITNESS WHEREOF, the above-name incorporator has signed
these Articles of Incorporation this 7th day of April, 1988.



William L. Weaver

DUPLICATE MAY 96-191 RECEIVED

COLE, RAYWID & BRAVERMAN

MAY 29 1991

JOHN P. COLE, JR.
ALAN RAYWID
BURT A. BRAVERMAN
ROBERT L. JAMES
JOSEPH R. REIFER
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ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N. W.

WASHINGTON, D. C. 20006-3458

(202) 659-9750

May 29, 1991

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Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

ATTN: Audio Services Division
Mass Media Bureau

Re: KSNO(AM), Aspen, Colorado
KSNO-FM, Snowmass Village, Colorado
FCC File Nos. BAL-910220EC and BALH-910220ED

Dear Ms. Searcy:

On behalf of Gardiner Broadcast Partners, Ltd., we hereby request a 60 day extension of time in which to consummate the referenced assignment of licenses, for which consent was granted by the Commission on April 1, 1991. This transaction is part of a series of transactions in which the assignee is purchasing several radio stations throughout Colorado, which transactions the purchaser intends to consummate at about the same time for business purposes. Unfortunately, the assignment application for two of these stations -- KKMx(AM) (BAL-910115EM) and KKMx-FM(BALH-910115EN), both in Hayden, Colorado -- is still pending before the Commission.

Should there be any questions concerning this matter, please communicate with the undersigned counsel for Gardiner Broadcast Partners, Ltd.

Very truly yours,



David M. Silverman

cc: Nell Surber, Esquire

MAY 30 1991
AIV BRANCH

FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

APRIL 3, 1991

IN REPLY REFER TO:

8910

GARDINER BROADCAST PARTNERS, LTD.
433 PARK POINT DRIVE
GOLDEN, CO 80401

Call Letters: KSNO, KSNO-FM
Date Granted: APRIL 1, 1991
File Number(s) BAL-91022OEC
BALH-91022OED

NOTICE TO ASSIGNEE

Enclosed is FCC Form 732 notifying you of Commission consent to the assignment of the construction permit and/or license of the station(s) therein described. Voluntary assignments are required to be completed within sixty (60) days of the date granted.

In addition to the filing of the below mentioned FCC Form 323, you are required to immediately notify this office (8910), by letter, as to the exact date of the consummation; that is, the date on which the acts necessary to effect the assignment were completed.

Within thirty (30) days after the consummation of the assignment it will be necessary for you to submit an Ownership Report (FCC Form 323) reporting all changes as required by Section 73.3615 of the Rules. Where applicable, a separate Ownership Report should also be completed and submitted for any holding company (25% or greater ownership interest) of the licensee/permittee. Contractual information required by Section 73.3613 should be reported for the assignee in Item 6, page one of the Ownership Report and copies of each instrument should be submitted with the report. If this is an involuntary assignment that was the result of a death or court action, an Ownership Report must be filed to determine that all requirements of the Rules have been met and reported.

In the event the assignee is the licensee/permittee of another station and has a current Ownership Report on file, you may complete and file only page one of FCC Form 323 to reflect the acquisition of the station(s) listed above. FCC Form 323 is enclosed for your convenience in filing.

It is of the utmost importance that all Commission correspondence comes to the immediate attention of the permittee or licensee. Only one mailing address can be maintained for each station. Unless we hear from you to the contrary, the above address will be used as your permanent mailing address.

If the assignor has any applications pending before the Commission, these applications must be amended to reflect the name of the assignee. Upon consummation of the assignment, amendments to each application must be filed by the assignee, in triplicate, signed by the proper party (see Section 73.3513 of the Rules). Further processing of these applications will be withheld pending receipt of the amendment.

Enclosures
cc: Ownership

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

File No.(s): BAL-910220EC
BALH-910220ED

Class of station(s): AM, FM

<input checked="" type="checkbox"/> CONSENT TO ASSIGNMENT: <input type="checkbox"/> CONSENT TO TRANSFER CONTROL: <input type="checkbox"/> CONSENT TO TRANSFER STOCK: Whereby of Control by is effected.	FROM DAYTON HEIDELBERG DISTRIBUTING CO.
	TO GARDINER BROADCAST PARTNERS, LTD.
Licensee/Permittee: (for transfer only)	

CALL SIGN(s)

STATION LOCATION(s)

AUXILIARY STATION(s) (for assignments only)

KSNO

ASPEN, CO

ALL CURRENTLY AUTHORIZED AUXILIARY
SERVICES

KSNO-FM

SNOWMASS VILLAGE, CO

Under authority of the Communications Act of 1934, as amended, the consent of the Federal Communications Commission is hereby granted to the transaction indicated above.

The Commission's consent to the above is based on the representations made by the applicants that the statements contained in, or made in connection with, the application are true and that the undertakings of the parties upon which this transaction is authorized will be carried out in good faith.

The actual consummation of voluntary transactions shall be completed within 60 days from the date hereof, and notice in letter form thereof shall promptly be furnished the Commission by the buyer showing the date the acts necessary to effect the transaction were completed. Upon furnishing the Commission with such written notice, this transaction will be considered completed for all purposes related to the above described station(s).

FCC Form 323 (Ownership Report), must be filed within 30 days after consummation, by the licensee/permittee or assignee.

ADDITIONAL REQUIREMENTS FOR ASSIGNMENTS ONLY:

Upon consummation the assignor must deliver the permit/license, including any modifications thereof to the assignee.

It is hereby directed that, upon consummation, a copy of this consent be posted with the station authorization(s) as required by the Commission's Rules and Regulations.

The assignee is not authorized to construct nor operate said station(s) unless and until notification of consummation in letter form has been forwarded to the Commission.

Dated: APRIL 1, 1991
TME

FEDERAL
COMMUNICATIONS
COMMISSION



FCC 732
March 1983

REC-96-191 ✓
RECEIVED

MAR 21 1991

COLE, RAYWID & BRAVERMAN

JOHN P. COLE, JR.
ALAN RAYWID
BURT A. BRAVERMAN
ROBERT L. JAMES
JOSEPH R. REIFER
FRANCES J. CHETWYND
MARGARET E. HAERING
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SUSAN WHELAN WESTFALL
BART M. BUKAS
JULIE A. MARK
YVONNE R. BENNETT
LYNN S. FRIEDMAN*

ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D. C. 20006-3458

(202) 659-9750

March 21, 1991

MAR 22 2 46 PM '91
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

AUDIO SERVICES
DIVISION

CRAIG S. MCCOY
(1943-1979)

CABLE ADDRESS
"CRAB"

TELECOPIER
(202) 452-0067

* ADMITTED IN PENNSYLVANIA ONLY

VIA HAND DELIVERY

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

ATTN: FM Branch
Audio Services Division
Mass Media Bureau

MAR 22 1991

AM BRANCH

Re: KSNO(AM), Aspen, Colorado
KSNO-FM, Snowmass Village, Colorado
FCC File Nos. BAL-910220EC and BALH-910220ED

Dear Ms. Searcy:

On behalf of Gardiner Broadcast Partners, Ltd., we hereby submit an original plus two copies of an amendment to the referenced assignment application.

Should there be any further questions concerning this matter, please communicate with the undersigned counsel.

Very truly yours,


David M. Silverman

MAR 23 1991
AM BRANCH

Enclosures

cc: Nell Surber, Esquire (w/enc.)
Ms. Glenda Thomas (FCC - w/enc.)

RECEIVED

MAR 22 2 46 PM '91 MAR 21 1991

AMENDMENTAUDIO SERVICES
DIVISION
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Gardiner Broadcast Partners, Ltd. hereby amends its application on FCC Form 314 requesting Commission consent to assign the licenses of KSNO(AM) and KSNO-FM from Dayton Heidelberg Distributing Co. to Gardiner Broadcast Partners, Ltd., FCC File Nos. BAL-910220EC and BALH-910220ED, respectively, as follows:

Gardiner Broadcast Partners, Ltd. hereby certifies that none of its limited partners will have any other media interests subject to the Commission's cross-interest policy, nor will they be involved in any material respects in the business or operation of the stations, except for those limited partners who are also officers, directors or shareholders of the general partner.

Dated this 18 day of March, 1991.

GARDINER BROADCAST PARTNERS, LTD.

By: 

Clifton H. Gardiner,
President
Gardiner Broadcasting
Corporation, Its General
Partner

MAR 22 1991
AIV BRANCH

EXHIBIT II

Question No. 6(b): An application was filed with the Commission on January 14, 1991 requesting Commission consent to assign the licenses of KKMx(AM) and KKMx-FM, Hayden, Colorado, from Dwight H. Gayer d/b/a Radio Colorado Northwest to Gardiner Broadcast Partners, Ltd. ("Applicant"), FCC File Nos. BAL-910115EM and BALH-910115EN. D-6

An application was filed with the Commission on January 17, 1991 requesting Commission consent to assign the license of KSMT(FM), Breckenridge, Colorado, from Summit Broadcasting, Inc. to Applicant, FCC File No. BALH-910117HZ. G/R

An application was filed with the Commission on February 12, 1991 requesting Commission consent to assign the license of KZYR(FM), Avon, Colorado, from Rocky Mountain Wireless, Inc. to Applicant, FCC File No. BALH- . 38

Question No. 7(a): Gardiner Broadcasting Corp., general partner of the Applicant, filed an application for a new FM station in Bay City, Texas, FCC File No. BPH-880523MU, which was voluntarily dismissed on April 23, 1990.

Son → Joe Sze.

Is there any overlap of the 3.16 mV/m contours of the following
FM Stations: = 70dbu

OK ✓ KSNO 103.9 MHz Snowmass Village, Col

OK ✓ KKMX 95.9 MHz Hayden, Cal

OVERLAP
↙ KSMT 102.3 MHz Breckenridge, Cal
→ (BPH 890630 IC) ←
↘ KZYR 103.1 MHz Avon, Cal

EXISTS BETWEEN
KSMT (BLH 6825)
AND
KZYR (BPH 890630 IC)

Thanks,

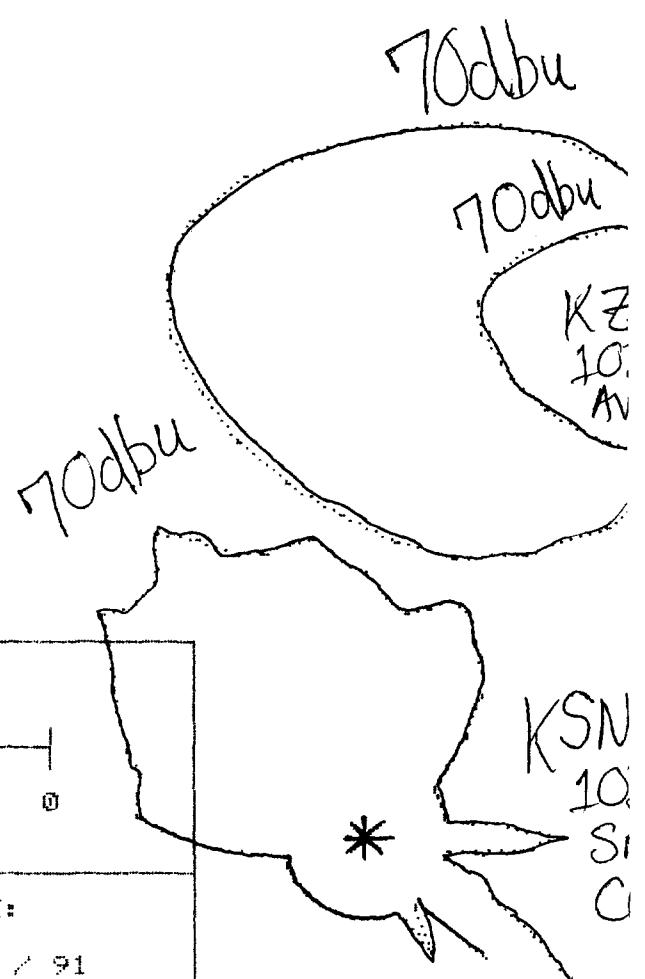
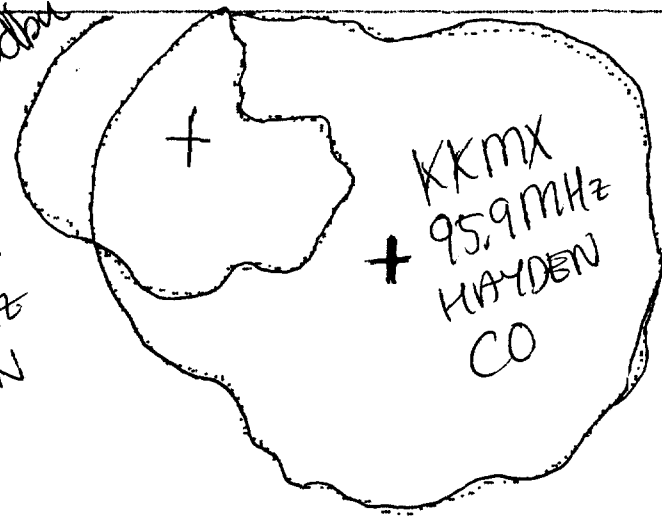
Alfred

NOT OKAY!
JBS 3/8/91

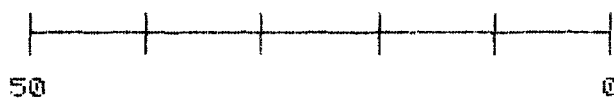


KKMX
95.9 MHz
HAYDEN
CO

70dbu



LAMBERT EQUAL AREA MAP



KILOMETERS

ENGINEER:

SZCZESNY

DATE:

03 / 08 / 91

NOT
OKAY!
OVERLAP
JBS 3/8/91

(BPH 890630 IC)
KZYR, 103.1 MHz
AVON, CO

KZYR
3.1 MHz
AVON, CO

70dbu

K8MT
102.3 MHz
BRECKENRIDGE
CO

0
3.9 MHz
VOW MASS VILLAGE
?

Today is 8-MAR-91

KSNOFM Snowmass Village CO US
Ch 280A 103.9 MHz BLH850404KK Assignment LIC
A-V Communications, Inc Dkt 82-503
N Lat 39 14 51 W Long 106 55 13 ERP max ERP HAAT RCAMSL
Not near border; Dist: km Horiz 2.50 kW kW 99 M 2798 M
Last Updated 870821 Vert 2.50 kW kW 99 M 2798 M
non-DA No beam tilt Make: Model: Rotate: deg

KKMXFM Hayden CO US
Ch 240C3 95.9 MHz BPH910225IA Assignment APP
Radio Colorado Northwest
N Lat 40 25 46 W Long 107 05 34 ERP max ERP HAAT RCAMSL
Not near border; Dist: km Horiz 1.75 kW kW 360 M 2497 M
Last Updated 910306 Vert 1.75 kW kW 360 M 2497 M
non-DA No beam tilt Make: Model: Rotate: deg

KKMXFM Hayden CO US
Ch 240A 95.9 MHz BPH900418JW Assignment CP Lic App:
Radio Colorado Northwest CP Exp:
N Lat 40 31 15 W Long 107 17 46 ERP max ERP HAAT RCAMSL
Not near border; Dist: km Horiz 0.63 kW kW 183 M 2237 M
Last Updated 910306 Vert 0.63 kW kW 183 M 2237 M
non-DA No beam tilt Make: Model: Rotate: deg
Gen. Comments:
*To Amend to Channel 240C3

KSMT Breckenridge CO US
Ch 272A 102.3 MHz BLH6825 Assignment LIC
Summit Broadcasting
N Lat 39 29 44 W Long 106 01 44 ERP max ERP HAAT RCAMSL
Not near border; Dist: km Horiz 3.00 kW kW -70 M 3250 M
Last Updated 880720 Vert 3.00 kW kW -70 M 3250 M
non-DA No beam tilt Make: Model: Rotate: deg

KZYR Avon CO US
Ch 276A 103.1 MHz BLH850109KZ Assignment LIC
Rocky Mountain Wireless, Inc.
N Lat 39 38 08 W Long 106 26 46 ERP max ERP HAAT RCAMSL
Not near border; Dist: km Horiz 1.50 kW kW 140 M 3034 M
Last Updated 890728 Vert 1.50 kW kW 140 M 3034 M
non-DA No beam tilt Make: Model: Rotate: deg
Gen. Comments:
*To Channel 276C2 Per D88-253

KZYR Avon CO US
Ch 276C2 103.1 MHz BPH890630IC Assignment APP
Rocky Mountain Wireless, Inc.
N Lat 39 38 05 W Long 106 26 47 ERP max ERP HAAT RCAMSL
Not near border; Dist: km Horiz 26.0 kW kW 125 M 3034 M
Last Updated 890726 Vert 26.0 kW kW 125 M 3034 M
non-DA No beam tilt Make: Model: Rotate: deg
Gen. Comments:
From Channel 276A Per D88-253

Expires 12/31/90

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM



EGGMELLON FEB 20 1991

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I

APPLICANT NAME (Last, first, middle initial)

GARDINER BROADCAST PARTNERS, LTD.

MAILING ADDRESS (Line 1) (Maximum 35 characters - refer to Instruction (2) on reverse of form)

c/o Cole, Raywid & Braverman

MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)

1919 Pennsylvania Ave., N.W., Suite 200

CITY

Washington

FEB 22 1991

STATE OR COUNTRY (if foreign address)

DC

ZIP CODE

20006

CALL SIGN OR OTHER FCC IDENTIFIER (if applicable)

WJLA-TV

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A)	(B)	(C)	
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
(1) M P R		\$ 1,130.00	565.00

SECTION II

— To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A)	(B)	(C)	
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
(1) [] [] []	[] [] [] []	\$ [] [] [] []	
(3) [] [] []	[] [] [] []	\$ [] [] [] []	
(4) [] [] []	[] [] [] []	\$ [] [] [] []	
(5) [] [] []	[] [] [] []	\$ [] [] [] []	
ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.			TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING \$ 1,130.00
			FOR FCC USE ONLY 1130.00

MM 96-191

COLE, RAYWID & BRAVERMAN

JOHN P. COLE, JR.
ALAN RAYWID
BURT A. BRAVERMAN
ROBERT L. JAMES
JOSEPH R. REIFER
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(202) 659-9750

CRAIG S. MCCOY
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(202) 452-0067

February 20, 1991

VIA HAND DELIVERY

* ADMITTED IN PENNSYLVANIA ONLY

Federal Communications Commission
Mass Media Services
P.O. Box 358350
Pittsburgh, PA 15251-5350

FEB 22 1991
NEW BRANCH

ATTN: Audio Services Division
Mass Media Bureau

Re: KSNO(AM), Aspen, Colorado
KSNO-FM, Snowmass Village, Colorado
Assignment Application

Gentlemen:

On behalf of Gardiner Broadcast Partners, Ltd., we hereby submit an original plus two copies of an application on FCC Form 314 requesting Commission consent to assign the licenses of KSNO(AM) and KSNO-FM from Dayton Heidelberg Distributing Co. to Gardiner Broadcast Partners, Ltd. Also enclosed is a check payable to the Federal Communications Commission in the amount of \$1,130.00 to cover the filing fee for this application.

Should there be any questions concerning assignor's portion of this application, please communicate with Nell D. Surber, Esquire, 1110 Kenner Street, Cincinnati, Ohio 45214, telephone (513) 241-9678.

Should there be any questions concerning assignee's portion of this application, please communicate with the undersigned counsel.

Very truly yours,


David M. Silverman

Enclosures

cc: Nell D. Surber, Esquire (w/enc.)
Mr. Albert W. Vontz (w/enc. - For Station Public File)

APPLICATION FOR CONSENT TO ASSIGNMENT OF BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE
(Carefully read instructions before filling out form — RETURN ONLY FORM TO FCC)**Section I****GENERAL INFORMATION****Part I — Assignor****1. Name of Assignor**

DAYTON HEIDELBERG DISTRIBUTING CO.

Street Address

City

1620 E. HOPKINS ST. ASPEN

State

Zip Code

Telephone No.

(Include area code)

CO

81611

(303) 925-7383

Authorization which is proposed to be assigned**(a) Call letters**

KSNO (AM)

KSNO-FM

Location

Aspen, Colorado

Snowmass Village, Colorado

(b) Has the station commenced its initial program tests within the past twelve months?☐ YES ☒ NO

If yes, was the initial construction permit granted after comparative hearing?

☐ YES ☐ NO

If yes, attach as Exhibit No. _____ the showing required by Section 73.3597.

3. Call letters of any Remote Pickup, STL, SCA, or other stations which are to be assigned:

WZZ796

WLF201

4. Is the information shown in assignor's Ownership Reports (FCC Form 323 or 323-E) now on file with the Commission true and correct as of this date?☒ YES ☐ NO

If No, attach as Exhibit No. _____ an Ownership Report supplying full and up-to-date information.

5. Attach as Exhibit No. I a copy of the contract or agreement to assign the property and facilities of the station. If there is only an oral agreement, reduce the terms to writing and attach.**6. State in Exhibit No. I-A whether the assignor, or any partner, officer, director, member of the assignor's governing board or any stockholder owning 10% or more of the assignor's stock: (a) have any interest in or connection with an AM, FM or television broadcast station; or a broadcast application pending before the FCC; or (b) has had any interest in or connection with any dismissed and/or denied application; or any FCC license which has been revoked.**

The Exhibit should include the following information: (i) name of party with such interest; (ii) nature of interest or connection, giving dates; (iii) call letters or file number of application; or docket number; (iv) location.

GENERAL INFORMATION

Part I—Assignor

7. Since the filing of the assignor's last renewal application for the authorization being assigned, or other major application, has an adverse finding been made, a consent decree been entered or adverse final action been approved by any court or administrative body with respect to the assignor or any partner, officer, director, member of the assignor's governing board or any stockholder owning 10% or more of assignor's stock, concerning any civil or criminal suit, action or proceeding brought under the provisions of any federal, state, territorial or local law relating to the following: any felony; lotteries; unlawful restraints or monopolies; unlawful combinations; contracts or agreements in restraint of trade; the use of unfair methods of competition; fraud; unfair labor practices; or discrimination?
- ☐ YES ☒ NO

If Yes, attach as Exhibit No. _____ a full description, including identification of the court or administrative body, proceeding by file number, the person and matters involved, and the disposition of litigation.

SECTION VI

Part I — Assignor

ASSIGNOR'S CERTIFICATION

1. Has or will the assignor comply with the public notice requirement of Section 73.3580 of the Rules?

☒ YES ☐ NO

The **ASSIGNOR** acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The **ASSIGNOR** represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the **ASSIGNOR** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT
U.S. CODE, TITLE 18, Section 1001**

I certify that the assignor's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 15th day of February, 1991

DAYTON HEIDELBERG DISTRIBUTING CO.

Name of Assignor


Signature

Chairman

Title

EXHIBIT I

ASSET PURCHASE AGREEMENT

ASSET PURCHASE AGREEMENT

BETWEEN

**DAYTON HEIDELBERG DISTRIBUTING CO.
as SELLER**

AND

**GARDINER BROADCAST PARTNERS, LTD.
as BUYER**

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ASSET PURCHASE AGREEMENT

THIS AGREEMENT, entered into this ____ day of February, 1991 between Dayton Heidelberg Distributing Co. ("SELLER") and Gardiner Broadcast Partners, Ltd. ("BUYER").

WITNESSETH:

WHEREAS, SELLER is the licensee of AM radio station KSNO(AM), authorized to operate on 1260 kHz at Aspen, Colorado and FM radio station KSNO-FM, authorized to operate on 103.9 MHz at Snowmass Village, Colorado ("STATIONS"), holding valid authorizations for the operation thereof from the Federal Communications Commission ("COMMISSION" or "FCC"), and the owner or user of certain property and other assets used in the operation of said STATIONS; and

WHEREAS, SELLER is desirous of selling and the BUYER is desirous of buying the assets relating to the said STATIONS, including obtaining from SELLER all FCC licenses and other authorizations held by SELLER in connection with its operation of the STATIONS, on the terms and subject to the conditions hereinafter set forth; and

WHEREAS, this Agreement is contingent upon the approval of the COMMISSION;

NOW THEREFORE, in consideration of the mutual promises herein contained, the parties hereto agree as follows:

1. Assets to be Conveyed. SELLER agrees to sell to BUYER and BUYER agrees to buy from SELLER all of the assets of the STATIONS except for those assets hereinafter expressly excluded. The assets shall include without limitation all assets used by SELLER in its operation of the STATIONS, which are owned directly or indirectly by SELLER and shall be conveyed to BUYER free and clear of all liens, encumbrances and liabilities. The assets sold and assigned hereby shall, without limiting the generality of the foregoing description, include the following:

- (a) Licenses. All permits, licenses or authorizations issued by the COMMISSION for the construction and/or operation of said STATIONS as identified in Schedule A attached hereto, ("FCC LICENSES").
- (b) Personal Property. All of the tangible personal property now being used, or which may be useful in the construction and operation of the STATIONS, including all office equipment, furniture and fixtures, books and records, and all radio broadcast equipment, which property is described in Schedule B attached hereto, together with replacements thereof or